

Standard Code of Conduct

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Revision Changes

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1. PURPOSE

The purpose of this Code of Conduct (“the/this Code”) is to set a standard of behaviour throughout our business which guides how we act when performing our work, how we make decisions and against which we can measure our performance and hold ourselves accountable.

2. SCOPE

All Civmec employees are expected, at all times, to act consistently with the Code.

3. DEFINITION

Term	Definitions
Bribery	means the offering, promising, giving, accepting or soliciting of an advantage as an inducement for an action which is illegal, unethical or a breach of trust.
CEO	means the Chief Executive Officer of Civmec Limited.
CFO	means the Chief Financial Officer of Civmec Limited.
Closed Period	means the period from the end of the financial year or half financial year until the release of the corresponding financial results.
Company Intranet	means Civmec Intranet.
Corruption	means dishonest activity in which a director, executive, manager, employee or contractor of an entity acts contrary to the interests of the entity and abuses his/her position of trust in order to receive some personal gain or advantage for him or herself or for another person or entity.
Civmec	means Civmec Limited and any subsidiary or business which is directly or indirectly wholly or majority owned, managed, or otherwise controlled by Civmec, including but not limited to Civmec Holdings Pty Ltd, Civmec Construction & Engineering Pty Ltd and Civmec Construction & Engineering, Singapore Pte Ltd.
Employees	means all employees, officers and directors of Civmec.
Entertainment	means any benefit where the donor is also present, provided to us by an external person or entity, or provided by us to an external person or entity in the form of meals, drinks, accommodation and/or admission to events (e.g. performances, concerts, exhibitions and sporting events).
Executive Management Team	means Civmec’s senior management team comprised of Chief Executive Officer and his direct reports.
Facilitation Payment	means a payment or other inducement to a government official to secure or expedite a government action that the government official is ordinarily obliged to perform.
Foreign Public Official	means a Government Official of a foreign government body and includes a member of the military force or police force of a foreign country, a member of the executive, judiciary or magistracy of a foreign country, an employee of a Public International Organisation, an individual who performs work under contract for a Public International Organisation, an individual in the service of a Public International Organisation, any authorised intermediary of a Foreign Public Official or any individual who holds himself or herself out to be an authorised intermediary of a Foreign Public Official.
GM	means the General Manager of the business unit you work for.
Gift	means any benefit (financial or not) other than Entertainment provided to us by an external person or entity, or provided by us to an external person or entity. These include all kinds of services, tangible or intangible property

Term	Definitions
	and the procurement of goods at a price below market value. However, Gifts do not include any tangible property of nominal value that is one of a number of identical items that are widely distributed (e.g. pens, desk sets, promotional materials, items marked with a corporate logo etc.).
Government Official	means any person acting for or on behalf of a Government and includes members of the legislature, elected persons, appointed persons, government employees and any person acting with the actual or ostensible authority of a government.
Insider Trading	means where: <ul style="list-style-type: none"> a. a person possesses information which is not generally available to the market and, if it were generally available to the market, would be likely to have a material effect on the price or value of Civmec shares; and b. that person: <ul style="list-style-type: none"> ▪ buys or sells Civmec shares; ▪ procures someone else to buy or sell Civmec shares; or ▪ passes on that information to a third party where that person knows, or ought reasonably to know, that the third party would be likely to buy or sell Civmec shares or procure someone else to buy or sell Civmec shares.
Kickback	means a payment made in return for a business advantage or favour.
Manager	means an officer's or employee's direct line manager/supervisor.
Party Official	means any person acting for or on behalf of a political party and includes elected members, candidates and employees of a political party.
Policy	means the Anti-Bribery and Corruption Policy
Public International Organisation	means an organisation of which two or more countries or the governments of two or more countries are members, or that is constituted by persons representing two or more countries or the governments of two or more countries, or that is a commission, council or other body of such an organisation.
Third Party or Third Parties	means any individual or organisation who is engaged by or paid to represent any entity in Civmec, including licensees, business partners, distributors, business contacts, consultants, contractors, agents, representatives, sponsors and advisors. Third Parties may also include actual and potential customers, all subcontractors, suppliers and consultants, government and public bodies, including their advisors, representatives, government officials and party officials.
Whistleblower Protection Officer	means Civmec's Whistleblower Protection Officer identified in the Whistleblowing Procedure

4. REFERENCES/ASSOCIATED DOCUMENTS

Document Type	Document Title (Source Location)
Policy	Vision and Values Policy
Policy	Code of Ethics Policy
Policy	Safety and Health Policy
Policy	Environmental Policy
Policy	Equal Opportunity Policy
Policy	Diversity Policy
Policy	Workplace Behaviour Policy
Procedure	Workplace Behaviour Procedure
Policy	Securities Trading Policy
Policy	Anti-Bribery & Anti- Corruption Policy
Policy	Corporate Suite Entertainment Policy
Standard	Anti-Bribery & Anti- Corruption Standard
Procedure	Whistleblowing Procedure
Procedure	Procurement
Standard	Computer Network Internet Access Guidelines
Policy	Community Engagement Policy
Form	Media Release Approval Form
Policy	Sponsorship Application Policy
Work Instruction	Expenditure Approval Levels

5. INTRODUCTION

5.1 About the Code

The Code comprises principles that apply in various aspects of our working environment, including how we interact with colleagues and how we engage third parties to perform work for us or to represent us. Beneath each principle, the Code provides an explanation and then practical implications for what we must do and what we must not do, and provides examples to illustrate how the principles can apply in specific situations.

The Code does not provide an exhaustive list of “Do’s” and “Don’ts”. If we are ever unsure whether any action is right or wrong, it is important to ask ourselves the following questions:

1. Does the action align with Cvmec values?
2. If carried out, would the action be interpreted as honest and fair?
3. If carried out, would the action uphold Cvmec’s good reputation?
4. Does it feel right?

If we answer “No” to any of the above questions, it is best to seek advice.

As a minimum, Cvmec complies with all applicable laws in the jurisdiction in which it is operating. We seek to exceed the legal requirements where it is reasonable to do so and where client expectations require it.

The Code is supported by Cvmec’s BMS (Business Management System - a set of controlled documentation such as policies and procedures accessible on the company wide intranet) and many of the documents are referenced throughout the Code.

The Code has been approved by the Board of Directors of Civmec Limited. It is reviewed regularly and continuously improved. It is a core part of induction and ongoing training.

5.2 Raising a Concern / Reporting

Any person wishing to raise any matter under this Code, whether it is to report any behaviour, to seek approval where required or to seek advice, should first speak to their immediate manager or put the concern in writing to this person. If it is not appropriate – for any reason – to engage with your immediate manager, you may speak to:

- the General Manager of the subsidiary/division in which you are employed or for which you perform work; or
- the Chief Executive Officer of Civmec; or
- the Whistleblower Line known as the STOPline - 1300 30 45 50 (8am to 6.00pm – Mon-Fri WST) or go to www.Civmec.stoplilereport.com. and then click “Make a Secure Report”;

The person to whom the issue is raised will refer the matter to the Executive Management Team, which will decide what action to take. This may include initiating an internal investigation or a more formal inquiry, or taking alternative appropriate action. At all times, confidentiality will be maintained to the fullest extent possible and, if requested where a concern is being raised, the identity of the person raising the concern will remain anonymous. Refer to Workplace Behaviours Procedure and Whistleblowing Procedure.

6. WORKING TOGETHER

6.1 Health, Safety and Environment

We know that a safe and healthy working environment for all Civmec employees and the employees of any supplier, subcontractor or consultant working at a Civmec site, is crucial to the continuing success of our business.

Civmec is committed to the health and safety of everyone impacted by its operations and to zero harm approach to environmental aspects. No topic is more important to us.

We meet all legal requirements as a minimum and strive for industry best practice at all times.

Civmec’s Safe Day Good Day Program is adhered to throughout the business and facilitates a best practice approach to ensuring a healthy and safe working experience for all.

We ALWAYS

- Fully commit to the Civmec Safe Day Good Day Program
- Strictly comply with all health and safety rules and procedures
- Immediately stop any work that appears to be unsafe
- Identify and report unsafe behaviours, incidences, spills or uncontrolled release of materials
- Properly use the necessary protective equipment provided
- Present ourselves fit for work

We NEVER

- Prioritise other objectives over health and safety
- Walk past unsafe behaviour or hazards
- Bend the health and safety rules
- Undertake work unless we are fully fit, competent and trained to do so
- Ignore the potential impact of our work on the environment

Examples

You notice someone taking a shortcut to save time and money.

You must ALWAYS follow the safety rules and procedures, because safety and health are ALWAYS the number one priority. You should report the behaviour immediately.

You overhear a colleague asking about Civmec's Safe Day Good Day Program and that they are unsure how to comply.

Civmec's induction program contains an introduction to the Program. Further material is contained on the Intranet. You should refer your colleague to this material and suggest that they speak with Civmec's Health & Safety Manager if they need any further guidance.

6.2 Employment Equality

We are committed to providing equal opportunities in all aspects of employment. We will recruit staff based on genuine merit and suitability for the job, without bias or prejudice.

Everyone deserves and is entitled to equal treatment at work. This includes the opportunities to be hired and promoted.

Our society is diverse so we respect diversity in the workplace.

We adopt a proactive approach to indigenous training and recruitment.

We ALWAYS

- Recruit and promote on the basis of skill and ability
- Ensure training and development programs are identified and made available to all employees
- Ensure the best possible understanding of cultural considerations that may impact workplace experiences

We NEVER

- Make decisions based on attributes unrelated to job performance (for example race, colour, disabilities, gender, religion, nationality, age, sexual orientation, age or family responsibilities)
- Tolerate any form of discrimination

Examples

Promoting or recruiting someone on the basis that they are a close friend or family member.

This is a breach of the Code. We ALWAYS promote and recruit on the basis of merit including skills, track record of performance and alignment with the role.

Racial jokes or slurs in the workplace

This is unacceptable and will lead to disciplinary action. We do not tolerate discrimination of any kind.

6.3 Harassment and Bullying

We are committed to a safe and fair working environment which is free from offensive, humiliating or intimidating behaviour.

Civmec has a zero tolerance approach towards harassment and bullying, which are comprised of unwelcome, offensive and/or humiliating behaviour (harassment) or persistently unreasonable behaviour (bullying). These behaviours have a very serious impact on an employee's work experience and can also impact a person's life outside of work.

Harassment and bullying are illegal and may lead to penalties for Civmec and for anyone engaging in the behaviour.

We ALWAYS

- Treat harassment and bullying as workplace hazards in the same way we treat all other health and safety hazards
- Treat all complaints, promptly, privately and seriously
- Take action against an employee who contravenes this Code including disciplinary action where appropriate
- Encourage employees to speak up for themselves or others

We NEVER

- Tolerate harassment or bullying in any form or under any circumstances
- Behave in a hostile or unprofessional manner
- Threaten anyone with physical or verbal violence
- Engage in sexual harassment including inappropriate physical contact and suggestions

Examples

Observing colleagues passing around explicit images.

This is unacceptable behaviour and depending on the circumstances can comprise harassment. You should speak up and request that the behaviour stop, and report it.

You observe a line manager aggressively “dress-down” a colleague in front of others.

This type of behaviour is contrary to the spirit of the Code. You should report the behaviour. All work or performance issues are to be dealt with in a constructive and professional manner.

6.4 Related Documents

Safety and Health Policy

Environmental Policy

Equal Opportunity Policy

Diversity Policy

Workplace Behaviour Policy

Whistleblowing Procedure

Workplace Behaviours Procedure

7. ETHICAL BUSINESS PRACTICES

7.1 Bribery and Corruption

We conduct our business activities with integrity. We do not participate in Bribery or Corruption, in any form, whether direct or indirect, whether in the private or public sector.

Civmec will not engage in corrupt business practices and strictly prohibits Bribery and Corruption by any director, employee, contractor or other party representing Civmec.

We ALWAYS

- Perform our work in lawful and ethical ways

- Take all practical steps to ensure Third Parties conduct themselves to the same standards
- Record Gifts and Entertainment accurately and transparently
- Report any evidence of Bribery or Corruption

We NEVER

- Make payments greater than the fair value of the goods or services received
- Make or receive Facilitation Payments
- Make unapproved political contributions
- Take action to circumvent Civec's accounting controls

Examples

When working on the tender for an overseas project you are asked to engage an "in country" specialist, whose proposed remuneration is a % of the contract sum rather than an hourly rate.

This situation should be referred to the Civec Commercial Department for advice. As a minimum, appropriate due diligence must be undertaken, to ensure the specialist is appropriately experienced and qualified and without undisclosed links to the overseas government. Remuneration should reflect the fair value of the work to be undertaken.

You are asked to approve payment to a government official, to ensure that a government process occurs "smoothly".

The payment is likely to constitute a Facilitation Payment and must not be made.

7.2 Gifts and Entertainment

We do not give or receive Gifts or Entertainment which go beyond common courtesies or which could be perceived as compromising a person's objectivity.

Civec requires that Gifts and Entertainment given and received in the course of business must be for a valid purpose or relationship, of modest value, occasional, comply with the law of the jurisdiction and are not intended to facilitate preferential treatment.

We ALWAYS

- Exercise care when receiving or offering any Gift or Entertainment
- Ensure that any Gift or Entertainment we offer or receive is legal, customary and of reasonable value
- Record all Gifts and Entertainment with a value above AUD\$100 given or received in a register located on the Intranet (Gift and Entertainment Register).

We NEVER

- Offer Gifts or Entertainment to government officials, without prior approval
- Give or receive Gifts or Entertainment in excess of AUD\$100 in value, without prior approval
- Offer or accept Gifts or Entertainment if we think they will impair someone's objective judgement or improperly influence a decision
- Offer or accept any cash

Examples

You are asked by a supplier to attend a major sporting event, with all costs being paid by the supplier.

You must seek approval from your line manager and, if approved, a record must be made on the Gift Registry. You must not accept any hospitality which would compromise your judgement or create a sense of obligation.

A subcontractor says that they are having cash flow issues and asks you to approve the full amount of a progress claim in exchange for tickets to an event.

You should not accept any hospitality in exchange for performing your work functions and you should never assess any claim other than in accordance with the relevant contract and the work actually performed.

7.3 Conflicts of Interest

We ensure that our personal interests do not conflict with the interests of Civmec.

A conflict of interest arises when an employee's personal activities or interests have the potential to influence someone's behaviour or actions which is contrary to Civmec's best interest.

It is important to ensure that even an appearance of a conflict of interest is avoided.

Civmec promotes an individual's privacy and pursuit of interests outside of work, however it is important any potential conflict of interests are made known and resolved urgently.

We ALWAYS

- Seek approval before accepting any outside employment or consultancy
- Report any actual or potential conflicts of interest
- Remove ourselves from any decision making process (in particular contract awards) where our independence may be an issue

We NEVER

- Use our position or internal Civmec knowledge for personal gain including for our friends and family
- Negotiate fees or prices other than on the basis of fair market value
- Invest in a supplier or subcontractor or competing company, if the investment might influence our decisions

Examples

Engaging a supplier in which you have an economic interest.

This is a conflict of interest. You must seek approval before beginning any dialogue with the potential supplier. It is unlikely to be acceptable. Where it is approved, it must be subject to protocols which ensure that the potential conflict of interest is not allowed to impact Civmec's business interests.

A colleague puts forward a friend or relative for a role with Civmec then lobbies you.

You must assess the candidate on the basis of merit. A recommendation is an important part of, but not a substitute for, a rigorous, transparent recruitment process.

7.4 Insider Trading

We do not use material information which is not generally available to the public for the purposes of share trading.

It is illegal to participate in Insider Trading. Where an employee has information about Civmec which is likely to impact the share price but is not generally known, the employee must keep it confidential and not use the information to trade in Civmec Limited shares.

We ALWAYS

- Keep material information confidential including information about the financial performance of Civmec, the award of significant contracts (to Civmec, or by Civmec to a supplier or subcontractor) or any actual or potential major transactions
- Ask Civmec's CFO if we are considering buying or selling CIVMEC shares and are uncertain about whether it is acceptable.

We NEVER

- Buy or sell Civmec Limited shares in reliance on price sensitive information that is not generally available to the public.
- Buy or sell Civmec Limited shares during a Closed Period.
- Communicate price sensitive information to third parties.

Examples

The following are possible examples of price sensitive information which, if made available to the market, may be likely to affect materially the price of Civmec's shares:

- a) a proposed major acquisition or disposition;
- b) a significant business development or a proposed change in the nature of Civmec's business;
- c) details of major potential litigation; and
- d) the likely award or non-award of a major contract.

You are aware of the imminent award to Civmec of a large contract. You are asked about it by a friend or family member.

You must not comment. A large contract award is very likely to be material information which must be kept confidential until it has been formally announced to the SGX.

7.5 Anti-Competitive Conduct

We promote fair and open competition in the markets in which we operate.

Civmec is subject to competition laws which prohibit it from engaging in anti-competitive conduct, including:

- a) price fixing;
- b) bid rigging and collusive tendering;

- c) abuse of market power;
- d) misleading or deceptive conduct; and
- e) unconscionable conduct.

The consequences of not complying with these laws can be very serious for both Civmec and the relevant employee and extend to significant fines and potential criminal proceedings. There is also significant potential reputational damage flowing from such actions.

We ALWAYS

- Consider the appearance of our interactions with competitors and suppliers, whether in a business or personal setting
- Provide full and accurate information and maintain open, transparent communications
- Ensure that all subcontractor and supplier awards are made following a competitive bid process
- Contact Civmec’s Commercial Manager if you have any concerns or doubts

We NEVER

- Agree with competitors on the price of our bids
- Agree with competitors to exclude certain subcontractors or suppliers
- Intimidate or threaten subcontractors, suppliers or competitors

Examples

You are offered confidential information about a tender from a former colleague now working for a competitor.

You should not accept the offer. This is anti-competitive behaviour and you are participating in a breach of a competitor’s confidentiality. You should report the behaviour.

You are asked by a competitor to exclude a subcontractor from the tender for an upcoming project on the undertaking that the competitor will do the same for the next project.

You must say no. While a subcontractor’s capacity to perform work is an important factor in the assessment process, agreeing subcontract bid lists with a competitor is likely to constitute collusion.

7.6 Related Documents

- Anti-Bribery & Anti-Corruption Policy
- Anti-Bribery & Anti-Corruption Procedure
- Entertainment Policy
- Securities Trading Policy
- Whistleblowing Procedure
- Procurement Procedure

8. USES OF ASSETS AND RESOURCES

8.1 Use and Protection of Personal Information

We treat all personal information as confidential.

Civmec is subject to laws which regulate how personal information can be recorded and used. Personal information means documents or information about a person where the identity of the person is apparent or can be worked out from the document or information.

We ALWAYS

- Collect only the data that we need for legitimate business purposes
- Give full and accurate disclosure of why data is being collected
- Promptly report any loss of data or breaches of confidentiality and do our best to contain the loss or breach

We NEVER

- Collect unnecessary personal data or keep it for longer than required
- Share personal data unless it is in accordance with Civmec's policies and procedures

Examples

Putting hard copy documents containing personal information into a general waste bin, or leaving them in plain view on your desk.

Documents which contain personal or other confidential information must be handled carefully, to protect confidentiality. You should not leave them where they can be read by anyone and when disposing of them, you should shred them or use secure destruct waste bins.

A candidate for a role inadvertently sends you private information about the candidate's family members.

Immediately upon becoming aware that the material is unrelated to work you should stop viewing the material, alert the candidate and advise him or her that you are proceeding to delete the material electronically and/or via secure destruct.

8.2 Financial Controls and Record Keeping

We maintain appropriate financial controls to ensure the integrity of our accounts, keep records and adopt reporting practices which are correct and complete.

It is imperative that we maintain financial controls and records for many reasons, including audit and compliance, internal forecasting and timely payment and receipt of funds.

All financial controls are designed in keeping with SGX guidelines, best accounting industry practice and to minimise risk of any dishonest behaviour.

We ALWAYS

- Ensure that any financial data we record is correct and supported by primary documentation
- Comply with Civmec's financial controls and report any suspicion of wrong doing
- Operate within the limits of authority contained in the Financial Authorisation Matrix, the Governance Authority Matrix and the Expenditure Approval Levels.
- Fully co-operate with our accountants and auditors
- Ensure that compliant contract documentation has been finalised and authorised prior to making any commitment and / or to the commencement of any work

We NEVER

- Knowingly make an incorrect or misleading record for any purpose including any expense claims
- Sell company assets without proper approval

- Never destroy or amend any records that must be kept in order to comply with an investigation or audit
- Give verbal instructions to perform work in the absence of contract documentation

Examples

Amending a financial record because a client requested You should never do this. All records must correct and complete and comprise a true representation of the financial transaction that has occurred.

You notice an irregularity in a payment made to a subcontractor You should immediately speak up and ask. If doubts remain, you should report the irregularity.

8.3 Protection of Assets

We protect the assets of Civmec and ensure that they are used properly and for legitimate business purposes.

Civmec's assets are fundamental contributors to and demonstration of our success and all care should be taken to protect them.

We consider our people to be our greatest asset.

Other important assets are physical assets like plant and equipment, and also intangible assets such as reputation and business strategy.

It is in everyone's interests that these assets are protected.

We ALWAYS

- Use all available means to prevent loss or damage to Civmec equipment
- Use assets and resources for business purposes
- Seek to ensure that third parties who are using Civmec assets do so lawfully and comply with any relevant Civmec policy
- Challenge and report anything which may compromise the security of Civmec assets
- Maintain all Civmec equipment in accordance with Manufacturer's recommendations and / or best industry practice.

We NEVER

- Make assets or resources available to people outside of Civmec or for a non-Civmec purpose
- Use Civmec assets or resources for personal gain
- Use Civmec assets to access inappropriate material

Examples

You observe a colleague using Civmec equipment other than for its approved use. You should speak up and ask that the behaviour stop. You should also report the behaviour.

Providing Civmec BMS documents from the Intranet to someone outside of Civmec. Civmec's BMS documents are valuable assets and must not be distributed outside the business.

8.4 Use of Technology

We use our IT systems responsibly.

Civmec's IT systems are powerful assets. They include laptops, smart phones and tablets. They are to be used for business purposes. Any personal use should be reasonable and appropriate.

We ALWAYS

- Use Civmec's IT systems for employment and other business purposes
- Ensure we protect Civmec's IT systems against loss, damage or theft
- Advise Civmec's IT personnel of any unsolicited emails containing inappropriate content
- Maintain the security of IT Equipment by logging off when not in use, changing passwords regularly, not sharing passwords and not allowing unapproved external people access.

We NEVER

- Access, create or store any objectionable or offensive material on Civmec's IT systems
- Use Civmec's IT systems for excessive personal communication, or to harass, bully or discriminate against others
- Install software without permission
- Are reckless about the content of emails, on the basis they are informal communications

Examples

Browsing the internet from a Civmec computer, you visit sites which contain inappropriate content.

Inappropriate material (including any pornographic material) is strictly prohibited by Civmec and this is a serious breach of the Code. You must not access inappropriate material and you must report anyone you observe using a Civmec computer for such purposes.

Giving a colleague your computer or other software application login details.

You must never provide a colleague with your computer login details. You will be responsible for their behaviour while they are logged on via your account.

8.5 Related Documents

Computer Network Internet Access Guidelines

Financial Authority Matrix

Governance Authority Matrix

Expenditure Approval Levels

9. ENGAGEMENT WITH THIRD PARTIES

9.1 Relationships with Third Parties

We act with integrity, transparency, respect and professionalism in our dealings with third Parties, to promote mutually beneficial relationships.

The scale of Civmec's business means that we interact with many clients, real and potential, and engage subcontractors, suppliers and consultants of varying size, skills and track records of working for Civmec. We strive to maintain high standards of behaviour at all times as these relationships, together with our people, are the keys to our success.

We ALWAYS

- Seek to add value to client businesses and always deliver on our commitments
- Seek relationships with Third Parties who share a commitment of the standards set out in this Code.
- Seek to resolve any disputes in a non-adversarial, transparent, collaborative and timely manner
- Comply with the laws of the countries in which we operate
- Undertake appropriate due diligence before engaging third parties to perform work for us or represent us
- Communicate honestly and transparently at all times

We NEVER

- Ignore client requirements or forget that satisfying client requirements is crucial to our success
- Disregard or conceal the results of any due diligence conducted in respect of Third Parties
- Destroy or conceal any documentation requested by a court or official

Examples

You become aware of potentially significant project delays while preparing a monthly status report for a client.

You must immediately raise the issue internally and discuss the way forward. You must not conceal information because it is potential "bad news".

A colleague or friend recommends a supplier for Civmec work.

Recommendations from trusted sources are an important part of the procurement process, however they must always be subject to appropriate due diligence.

9.2 Media, Public Disclosures

We communicate honestly, accurately and in a timely manner.

Civmec is listed on the SGX and it is crucial that information which Civmec releases is timely and accurate, particularly as it may impact trading in Civmec shares and the value of those shares.

Any breach of Civmec's continuous disclosure obligations can lead to severe penalties for Civmec and its directors and can also lead to other legal issues and reputational damage.

We ALWAYS

- Obtain the necessary approvals prior to releasing any material to someone outside Civmec
- Refer any enquiries from the media or investors to the Civmec Marketing Manager
- Exercise caution when discussing Civmec matters in public situations
- Comply with the continuous disclosure obligations of SGX list companies

We NEVER

- Misrepresent information
- Engage with media or investors without full information and approvals

- Behave recklessly with electronic communications or social media
- Represent personal views as the company views

Examples

You are contacted by a reporter who asks questions about a recent Civmec project win

You should not answer the questions unless you have been approved to do so, even if you are confident that you know the answers. Refer the reporter to the Civmec Marketing Manager

You are asked by a client to approve a press release which refers to Civmec

You should refer the release to the Civmec Proposals Manager for approval, even where the references in the materials are minor or in passing, or are positive and therefore presumably acceptable.

9.3 Sponsorship and Donations

We support charities and community groups through ethical sponsorships and donations.

As a socially responsible organisation, it is important for us to support our community by giving back through charitable activities and initiatives.

We ALWAYS

- Ensure a charity is correctly registered
- Obtain approval from the Civmec CEO before making any contributions on behalf of the business
- Encourage participation in charitable events and non-profit initiatives

We NEVER

- Promote initiatives that are not aligned with this Code
- Support organisations with political affiliations or agendas
- Sponsor individuals, other than through organised events.

Examples

A client or subcontractor requests you make a charitable donation to a nominated charity.

You must seek approval for the donation. Care must be exercised even in situations where charities are involved, to avoid the perception that a donation has the intention of obtaining a business advantage.

A local community group asks that Civmec provide sponsorship.

You should refer the request to the Civmec CEO. Any such request needs to be considered at the appropriate corporate level, to ensure that is “fits” the business.

9.4 Related Documents

Community Engagement Policy

Media Release Approval Form

Sponsorship Application Policy

Procurement Procedure

10. DECLARATION

Your signature attests that you agree to the following:

I have received and read a copy of the "Code of Conduct" and understand and agree to the same.

Employee Signature

Date

Employee Name

Employee Title

Department/Location

11. LAWS AND REGULATIONS

Civmec conducts all of its business in an honest and ethical manner, and takes a zero-tolerance approach to Bribery and Corruption. Civmec is committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever it operates. It is Civmec's best practice objective that Third Parties take a similar zero-tolerance approach to Bribery and Corruption.

Civmec operates under Australian and Singaporean law which makes illegal any form of Bribery, including giving or receiving Bribes, illegal Facilitation Payments and Bribery of Foreign Public Officials. Bribery and Corruption are criminal offences and penalties can be severe for both companies and individual employees.

In Australia, Bribery and Corruption are punishable for individuals by up to ten years' imprisonment and/or a fine of up to \$100,000, and if Civmec is found to have taken part in Bribery and Corruption it could be fined and be excluded from tendering for public contracts and face damage to its reputation.

In Singapore, Bribery and Corruption are punishable for individuals by up to five years' imprisonment and/or a fine of up to S\$100,000, and if Civmec is found to have taken part in Bribery and Corruption it could be fined and be excluded from tendering for public contracts and face damage to its reputation.

Therefore, CIVMEC takes its legal responsibilities very seriously and expects all Directors, Officers and Employees to do the same.

11.1 Consequences and Non-Compliance

Civmec operates under the laws that apply in the countries where Civmec does business. These laws generally make Bribery and Corruption illegal. If Civmec, our Employees or Third Parties breach local laws in relation to Bribery and Corruption, they may all be prosecuted under local laws and may also be prosecuted under Australian and Singaporean laws.

Remember, a bribe does not actually have to take place – just promising to give a bribe or agreeing to receive one is prohibited.

You should be aware that Civmec may be very limited in how it can assist you if you breach local laws in relation to Bribery and Corruption. Some countries impose very harsh penalties on those convicted of Bribery and Corruption (up to and including the death penalty). You should also not presume that you will be entitled to the same legal rights you have in Australia in respect of any legal proceedings (whether criminal or civil) which are commenced against you. You should also not presume that the Australian Government will be able to intervene on your behalf in any such proceedings.

Any breach of the Policy and this Procedure by any of our Employees will result in disciplinary action, up to and including termination of employment.

Civmec reserves its right to terminate our contractual relationship with any Third Party if the Third Party breaches the Policy or this Standard.

Civmec and the individual involved may also face criminal charges in Australia or in the country where the conduct occurred, which could result in a criminal conviction, a fine and/or a jail sentence.

12. BRIBERY AND CORRUPTION

Bribery and Corruption can take on many different shapes and forms, but typically both parties to the corrupt practice or bribe will benefit. It does not matter whether the bribe is:

- given or received directly or indirectly through a third party; or
- for the benefit of the recipient or some other person.

Examples of Bribes include:

- money (or cash equivalent such as shares, gift cards, etc.);
- unreasonable or extravagant gifts or entertainment;
- kickbacks;
- unwarranted allowances or expenses;

- illegal facilitation payments;
- political/charitable contributions that are made for corrupt purposes;
- uncompensated use of company services or facilities; or
- an advantage (whether financial or not).

Bribes may be direct or indirect. For example, an attempt to “funnel” a payment indirectly to a Foreign Public Official by using an unrelated third party as a conduit will be a breach of the Policy and this Standard, and may also breach Australian and local laws about Bribery and Corruption.

If you are not sure whether particular conduct, behaviour or practice may be a breach of the Policy or this Procedure you must check with your Manager, your GM, or the CEO or CFO before engaging in the conduct, behaviour or practice.

Our Employees must not:

- bribe another person including a Foreign Public Official, Government Official or Party Official;
- receive a bribe;
- engage in corrupt practices;
- make an illegal facilitation payment; or
- make or receive a kickback.

Our Employees must:

- ensure that the Policy and this Procedure is applied to relevant Third Parties by including appropriate Anti-Bribery and Corruption provisions in their engagement documentation; and
- immediately report any breaches or suspected breaches of the Policy and this Standard to their Manager, their GM, or the CEO or CFO.

13. GIFTS, ENTERTAINMENT AND PROMOTIONAL ACTIVITY

Good faith gifts, entertainment and promotional or other business expenditure which seeks to improve Civmec’s image, to better present its services, or establish cordial relations is an important part of Civmec’s business. The Policy does not prohibit reasonable and proportionate gifts and entertainment or other similar business expenditure intended for these purposes.

- No gift or entertainment can be given to, or received from:
- Government Officials, Foreign Public Officials or Party Officials except with the prior written approval of the CEO or CFO;
- any other person that has a value in excess of AUD100 without approval of the CEO, CFO or EGM unless it is part of a Company initiative;
- any other person if, when taken together with other gifts or entertainment given to or received from that person in the last 12 months has an aggregate value in excess of AUD200.

However, all gifts and entertainment must be for a genuine purpose, reasonable and given in the ordinary course of business. Gifts and/or entertainment can never be given or received where there is an intention to influence, induce or reward improper performance.

All gifts or entertainment in excess of AUD100 must be recorded in the Gift and Entertainment Register.

Civmec’s Code of Conduct and other policies may also contain directions relevant to the giving and receipt of gifts, entertainment and other promotional activity. Employees are also required to comply with the Code of Conduct and these policies.

Consider the following factors when giving or receiving any gifts/entertainment:

	Permitted	Not permitted
The gift is made with the intention of influencing, inducing or rewarding a third party in order to gain an advantage through improper performance, or in explicit or implicit exchange for favours or benefits.		X

	Permitted	Not permitted
The gift complies with local law.	✓	
The gift or entertainment is disclosed to your Manager in advance.	✓	
The gift or entertainment is in CIVMEC's name.	✓	
You offer a personal gift.		X
The gift includes cash (or a cash equivalent such as shares, gift certificate or voucher).		X
The gift or entertainment is appropriate in the circumstances (e.g. Christmas).	✓	
The gift or entertainment is offered by a potential supplier during the tendering process.		X
The gift or entertainment is given openly.	✓	
The gift or entertainment is offered to, or accepted from, Foreign Public Officials, Government Officials or Party Officials without the prior written approval of the CEO or CFO.		X

13.1 What is not acceptable?

It is not acceptable for you (or someone on your behalf) to:

- give, promise to give, or offer, a payment, gift or entertainment with the intention of influencing, inducing or rewarding improper performance;
- accept a payment, gift or entertainment from a third party that you know, or suspect, is offered:
 - with the expectation that the third party will obtain a business advantage; or
 - with the intention of influencing improper performance by you or Civmec.
- give, promise to give, or offer, a payment, gift or entertainment to a Government Official, agent or representative to facilitate or expedite a routine procedure (where the payment is not a legitimate payment pursuant to local written law);
- threaten or retaliate against another person who has refused to engage in a corrupt practice, or to offer or accept a bribe or who has raised concerns under the Policy or this Procedure; or
- engage in any activity that might lead to a breach of the Policy or this Standard.

14. FACILITATION PAYMENTS

Facilitation payments are prohibited under the Policy. Situations where requests for facilitation payments may arise could include (but are not limited to) obtaining a licence to do business, processing a visa, securing mail delivery or pick up, arranging for utilities to be connected, and moving goods through customs.

While not all facilitation payments are illegal, Civmec has adopted the position that no facilitation payments are to be made by employees.

Employees must refuse to make a facilitation payment even where one is requested. If it appears necessary to make a facilitation payment, employees must discuss the matter with their GM or the CEO or CFO who will take advice from Civmec's solicitors.

15. SERVICE AGREEMENTS / TENDER PROCESS

Civmec may wish to consider whether any foreign anti-bribery law may be applicable (for example, Singaporean, Indonesian, UK or US law) to service agreements and the tender process.

In addition to anti-bribery and corruption laws, there may be other legal risks associated with proposed Services Agreements. If bribes occur during the tender process, the other parties participating in the

tender process may have causes of action against Civmec (for example, misleading and deceptive conduct under the Australian Consumer Law).

There are a number of steps which Civmec can take to manage the risk that there may be an act of bribery or corruption in relation to the tender process and/or contract award. These steps may include:

- Due diligence prior to entering into the agreement;
- Conducting a due diligence on the Company and main people involved in order to get a better understanding of who they are dealing with and whether they have been involved in any bribery allegations in the past. Civmec can engage corporate investigators to conduct these investigations and then advise about any risks to Civmec;
- Requesting to view a copy of the Company's Anti-Bribery and Corruption Policy/ Procedure.

Civmec should seek to include provisions in the agreement which deal with anti-bribery and corruption.

In order to protect Civmec's position against the risk that a contractor commits acts of bribery and/or corruption, we recommend that should you believe there to be a risk, you discuss this with the COO and CEO.

16. DONATIONS

Civmec does not make contributions to political parties nor does it make donations at the request of Government Officials. Civmec only makes charitable donations that are legal and ethical under local laws and practices and that are in accordance with its charitable objectives. Requests for sponsorship should be forwarded to your Manager, your GM, or the CEO or CFO.

Employees must not make unauthorised political or charitable contributions on Civmec's behalf.

17. DEALING WITH GOVERNMENT OFFICIALS, FOREIGN PUBLIC OFFICIALS AND GOVERNMENT ENTITIES

Hiring, contracting and subcontracting recommendations received from Government Officials or Foreign Public Officials for work with Civmec must go through standard hiring procedures using standard hiring criteria.

Employees must not create a position related in any way to work done by Civmec for a relative or friend of a Government Official or Foreign Public Official.

Employees must not discuss with any Government Official or Foreign Public Official any employment/consulting/subcontracting opportunities for work being done by Civmec or on Civmec's behalf unless the Government Official or Foreign Public Official:

- discloses to his/her department or agency that he/she is in employment talks with Civmec or its contractors; and
- excuses himself/herself from decisions that affect Civmec or its contractors.

Dealing with Foreign Public Officials poses a particularly high risk in relation to Bribery and Corruption due to strict rules and regulations in many countries.

Making charitable contributions or political donations in connection with dealings with a Foreign Public Official is prohibited.

In addition, many Foreign Public Officials must comply with rules regarding the acceptance of gifts and entertainment, which Civmec and all directors, officers and employees will respect.

18. DEALING WITH THIRD PARTIES

Civmec could be liable for the acts of third parties who act on its behalf. Because Anti-Bribery and Corruption laws prohibit indirect as well as direct payments and offers, Civmec and employees may be liable for the conduct of a third party where they know or reasonably should have known of such party's

unlawful conduct. Turning a blind eye or ignoring red flags will not be a defence in any criminal proceedings that follow from the third party's conduct.

19. YOUR RESPONSIBILITIES

All Directors, Officers and Employees must ensure that they read, understand and comply with the Policy and this Procedure. Key personnel will be required to complete Anti-Bribery and Corruption training annually, or as directed.

20. REPORTING CONCERNS

Everyone at Civmec has a responsibility to report violations of this Standard.

All Directors, Officers and Employees have a responsibility to detect, prevent and report instances not only of Bribery and Corruption, but also of any other suspicious activity or wrongdoing in connection with Civmec's businesses.

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes Bribery or Corruption, or if you have any other queries, these should be raised with your Manager, your GM, or the CEO or CFO.

Report any incidents of Bribery and/or Corruption to your Manager, your GM, or the CEO or CFO. Where for good reason a report cannot be made to your Manager, your GM, or the CEO or CFO, you should make use of the Whistleblower Hotline available to all employees.

Full details of this can be found in the Whistleblowing Procedure.

21. PROTECTION

Some Employees who refuse to engage in a corrupt practice or to accept or offer a bribe, or those who raise concerns or report another person's wrongdoing, are sometimes worried about possible repercussions.

Civmec encourages openness and will support anyone who raises genuine concerns in good faith under the Policy and this Standard, even if the conduct complained of is not found to be Bribery or Corruption; however, a person making a vexatious or frivolous complaint may be subject to disciplinary action, up to and including termination of employment.